

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re:)
) Chapter 11
)
DELPHI AUTOMOTIVE SYSTEMS, LLC) Case No. 05-44640 (RDD)
)
)
)
Debtor.) (Jointly Administered)
-----X

**NOTICE REGARDING TRANSFER OF CLAIM NOS. 2430 AND 2429
AS AMENDED BY CLAIM NOS. 6843 AND 6844 PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 3001(e)(2)**

1. TO: **MERRILL LYNCH CREDIT PRODUCTS, LLC** ("Transferor")
4 World Financial Center, 7th Floor
New York, New York 10080
Attn: Christopher Moon
Phone: (212) 449-4969
2. Please take notice of the transfer, in the amount of \$2,773,276.88 (docketed as Claim Nos. 2430 and 2429, as amended by Claims Nos. 6843 and 6844, as such claims were assigned by this Court) against DELPHI CORPORATION and DELPHI AUTOMOTIVE SYSTEMS, LLC, the debtor and debtor in possession in the above-captioned case, have been transferred to:

SPECIAL SITUATIONS INVESTING GROUP, INC. ("Transferee")
c/o Goldman, Sachs & Co.
85 Broad Street – 27th Floor
New York, NY 10004
Attn: Al Dombrowski
Phone: (212) 902-4103

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

United States Bankruptcy Court
Southern District of New York
Attn: Clerk of Court
Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** _____ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2005.

INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent ____ Transferee ____ Debtor's Attorney ____

Deputy Clerk

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

EVIDENCE OF TRANSFER OF CLAIM

TO: CLERK, UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK
AND TO: SPECIAL SITUATIONS INVESTING GROUP, INC.

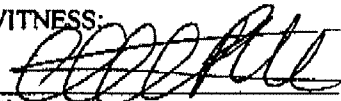
Merrill Lynch Credit Products, LLC, a corporation organized under the laws of Delaware, with offices located at 4 World Financial Center, 7th Floor, New York, New York 10080 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to Special Situations Investing Group, Inc., its successors and assigns, with offices located at 85 Broad Street, New York, NY 10004 ("Buyer"), all right, title and interest in and to the claims of Seller against Delphi Corporation and Delphi Automotive Systems, LLC, and their affiliates docketed as Claim Nos. 2430 and 2429, as amended by Claim Nos. 6843 and 6844, respectively, (the "Claims") in the United States Bankruptcy Court, Southern District of New York, Case No. 05-44481 (Jointly Administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

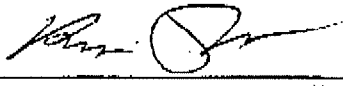
IN WITNESS WHEREOF, dated as of the 2nd day of June, 2006.

MERRILL LYNCH CREDIT PRODUCTS, LLC

WITNESS:


(Signature)

Name: *Christopher Mook*
Title: *VP*
(Print name and title of witness)

By: 
(Signature of authorized corporate officer)


Name: *Ronald Torok*
Title: *Vice President*
Tel.: *212-449-4969*

SPECIAL SITUATIONS INVESTING GROUP, INC.

WITNESS:

(Signature)

Name:
Title:
(Print name and title of witness)

By: 
(Signature of authorized corporate officer)

Name: *Brian Clarke*
Title: *Authorized Signatory*
Tel.: *atory*

EXHIBIT C

Address for Notices:

Special Situations Investing Group, Inc.
c/o Goldman, Sachs & Co.
85 Broad Street – 27th Floor
New York, NY 10004
Attn: Albert Dombrowski

Wire Instructions:

Chase NY
ABA # 021000021
A/C Name: Special Situations Investing Group, Inc.
A/C # 066906601
Ref: Delphi Claims
Attn: Philip Green

Contact Information:

Michael Mansour
c/o Goldman, Sachs & Co.
85 Broad Street – 28th Floor
New York, NY 10004
Telephone: 212-357-3773
Fax: 212-357-0922

with a copy to:

Pedro Ramirez
30 Hudson, 17th Floor
Jersey City, NJ 07302
Telephone: (917) 343-8319
Fax: (212) 428-1243